



BYLAWS (Revised October 11, 2023)

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LYME ART ASSOCIATION

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ARTICLE I: TITLE, DESCRIPTION, PURPOSE, & GOVERNANCE

Section 1 Title and Description

The Lyme Art Association, Incorporated is referred to in these bylaws as the "Association" or the "LAA". The Association is a Connecticut non-stock, non-profit, corporation, tax exempt under Section 501(c)(3) of the Internal Revenue Code. The principal office shall be in the Town of Old Lyme, Connecticut.

Section 2 Purpose

To promote and cultivate an appreciation for representational fine arts by holding art exhibitions, conducting educational programs for the benefit of its members and the greater community and by owning, maintaining, and preserving an historic building and galleries in Old Lyme, Connecticut; and in doing so, to receive and apply funds exclusively for charitable, religious, scientific, literary, or educational purposes under Section 501 (c) (3) of The Internal Revenue Code.

Section 3 Governance

The Association shall be governed by these bylaws that supersede prior bylaws. Any bylaw inconsistent with the Articles of Incorporation shall be without effect. Roberts Rules of Order shall be used as a guideline for meetings of the Association. The Board of Directors may adopt simplified rules based on Roberts Rules of Order

ARTICLE II: MEMBERSHIP

Section 1 Categories

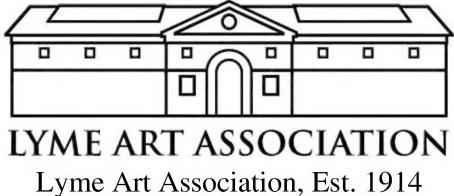
The members of the Association shall consist of the following categories: Elected Artist Members, Associate Artist Members, Individual/Family Members, and Life Members. Elected Artist Members, Board Members during their tenures in office, Committee Chairs during their tenures in office, and Life Members shall be Voting Members for the purposes of these Bylaws and shall have the right to vote at Membership Meetings. Elected Artist Members shall constitute a majority of voting members of the Association.

Section 2 Elected Artist Members

Elected Artist Members shall be persons elected pursuant to these bylaws. See Article X. They shall be persons who are actively engaged in artistic work, as determined by the Board of Directors, and pay the yearly prescribed dues. They shall act in conformance with these bylaws and compatibly with the general character and reputation of the Association and its Members. They will be expected to contribute volunteer time yearly to support the running of the LAA exhibitions and special events. They will be expected to serve on the Board of Directors and committees of the Association, when requested.

Section 3 Associate Artist Members

Associate Artist Members shall be persons who are actively engaged in artistic work, as determined by the Board of Directors, and who support the purpose of the Association and have paid the yearly prescribed dues. They shall act in conformance with these bylaws and compatibly with the general character and reputation of the Association and its Members. They will be encouraged to contribute volunteer time yearly to support the



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running of LAA exhibitions and special events. To become an Associate Artist Member, an applicant must have had artwork accepted in three (3) different Lyme Art Association exhibitions and must have been an Individual Member for a minimum of two (2) years.

Section 4 Individual/Family Members

Individual/Family Members shall be persons who support the purpose of the Association and have paid the yearly prescribed dues. They shall act in conformance with these bylaws and compatibly with the general character and reputation of the Association and its Members. They will be encouraged to participate in volunteer activities within the organization.

Section 5 Life Members

Life Members shall be persons nominated unanimously by the Board of Directors based on their significant accomplishments and contributions to the Association. Nominations shall be voted on by voting members at the Annual Membership Meeting. Yearly dues are not required from life members.

Section 6 Designations

Any member may receive the following honorary designation upon acceptance of the Board of Directors of certain money or in-kind gifts according to the amount given in a calendar year, Benefactor, Patron, Sustaining, Supporting, or Contributing, or as determined by the Board of Directors. This honorary designation may be terminated by a two-thirds vote of the Board of Directors.

Section 7 Certain Limitations and Non-Entitlements

No member or officer may receive any pecuniary profit from the Association. Acceptance as a member, or termination of any membership or change in classification or category of membership or limitation on any member's rights, is within the full discretion of the Voting Members acting through resolution at a regular or special meeting, notwithstanding anything to the contrary in these bylaws.

ARTICLE III: DUES & FEES

Section 1 Establishment

New dues and Fees or changes to current Dues and Fees shall be established by a majority vote of the Board of Directors.

Section 2 Payable

Annual dues for all members shall be paid upon the date selected by the Board of Directors. Notification of dues being payable shall be sent out to members in advance of the due date.

Section 3 Penalties

The Board of Directors may establish penalties for non-payment of dues by members (See Article XI, Section 1 and Section 2). An Elected Artist Member who has not paid dues shall not be entitled to exhibit, to serve on juries of the Association including the Screening Committee, or vote on any matter, until such time as past and present dues are made current. An Associate Artist Member or Individual Member who has not paid dues shall not be entitled to exhibit, or serve on a jury for the Associate Exhibition until such time as past and present dues are made current.



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ARTICLE IV: BOARD OF DIRECTORS

Section 1 Authority

The Board of Directors shall manage the affairs of the Association and shall make all decisions and determinations within these bylaws, unless otherwise expressly stated.

Section 2 Composition

The Board shall consist of no less fifteen (15) members and no more than twenty one (21) members, with Elected Artist Members constituting a minimum of one-third of Directors, elected by the Voting Members at the Annual Membership Meeting. Directors shall serve without compensation for being Directors. All Directors shall be members at the time of election or selection, or within five days thereof, and during their tenure.

Section 3 Terms of Office

Directors shall serve a term of two years, commencing after the Annual Membership Meeting at which they were elected. Director terms shall be staggered so that approximately one half of the Board is elected each year. Directors may succeed themselves, but are limited to three consecutive terms, after which they cannot run for election for a period of two years after expiration of their third term. Any Director serving at the time of adoption of this provision may be elected for one additional consecutive term regardless of the number of prior consecutive terms served.

Section 4 Vacancies

Should a Director resign or otherwise become unable to fulfill his or her term, or should a Director position allocated to a specific category of member be vacant, the remainder of the Board of Directors may select a replacement Director, to serve out the term of the position open or vacated. If any such partial term is less than one year, it will not be deemed a consecutive term for purposes of Section 3 hereof.

Section 5 Board Meetings

The Board of Directors shall hold regular Board meetings according to a schedule established annually at a first Board meeting, to be held by the last day of the month following the Annual Membership Meeting. The schedule shall be made available to the membership. Unless the Board of Directors votes otherwise with respect to the part or whole of any Board meetings, Board meetings shall be open to members. However, non-Director members shall only be heard from at Board meetings to the extent the Board decides such is appropriate. The Board of Directors may permit any or all Directors to participate in a regular or special Board meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a Board meeting by this means is deemed to be present in person at the meeting.

Section 6 Voting & Quorum Requirements

The President shall preside over all Board meetings unless the Board votes otherwise. Unless required



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otherwise by law or these bylaws, all decisions shall be made by majority vote. The President or person presiding over Board meetings may participate in discussion and vote, provided he or she is a Director. A quorum for taking an action on motions and resolutions at meetings shall consist of 50% of all Directors serving.

Section 7 Special Board Meetings

The Board of Directors may hold special Board meetings upon the call of the President, or upon the call of three or more Directors. The person (s) calling the special Board meeting shall provide at least five days prior written or electronic notice to all Directors setting forth with specificity the purpose of the meeting. Such notice will set forth a process for participation without physical presence as provided in Section 5. Matters not included in the notice may not be considered at the meeting.

Likewise, the Board of Directors may hold emergency Board meetings provided 24 hour advance telephone, written, or electronic notice is given to each Director (or failing the giving of such notice, that a diligent effort to do so has been made by the caller of the meeting).

Section 8 Notice of Board Meetings

The Board of Directors shall, in a timely manner, be given notice of all Board meetings and copies of the minutes of all Board meetings. Any member of the Association can access copies of the minutes, upon request, at the Association office.

Section 9 Conflict of Interest

No Director shall vote upon any matter in which the Director or family member or business associate has a direct or indirect financial interest; nor shall the Director participate in any discussion without the disclosure of such interest. In cases of doubt, a Director should make full disclosure to the other Directors for their decision.

ARTICLE V: OFFICERS

Section 1 Officers Generally

The officers shall be President, Vice President, Secretary, and Treasurer, and as otherwise provided in this Article VI. The officers shall be elected by the Board of Directors from its members at the first meeting following the Annual Membership Meeting at which Directors were elected, and whenever a vacancy occurs. Officers shall serve for two years. Any officer elected as a replacement for an officer shall serve out the remainder of the term of that office. If an officer position is vacant, the Board of Directors shall assign the duties of such position to another officer or acting officer selected from the Board of Directors, unless otherwise set forth herein.

Section 2 President

The President shall act as the chief executive officer subject to decisions of the Board of Directors. The President shall be ex-officio member of all committees with the exception of the Nominating Committee.



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Section 3 Vice President

The Vice President shall perform any duties the President or Board of Directors may assign and shall act in place of the President when the President designates, or when the President is unavailable or is incapacitated.

Section 4 Secretary

The Secretary shall keep true and complete minutes and other records of the proceedings of all meetings of the Association and of the Board of Directors. The Secretary shall be responsible for keeping corporate records in good order, for recording and distributing minutes of meetings of the Board of Directors, for working with the Executive Director to send notices of meetings or other pertinent information out to members or non-members of the Association. The Secretary shall oversee an Assistant Secretary if one is designated. The Board of Directors may designate an Assistant Secretary, to report to the Secretary, sharing and having such duties and powers of the office which the Board may by resolution delegate. Such person shall serve at the pleasure of the Board. The Assistant Secretary need not be a Director..

Section 5 Treasurer

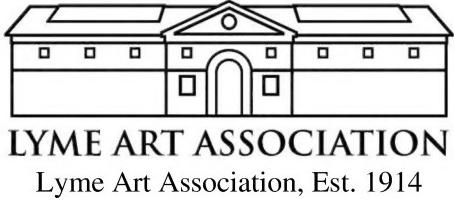
The Treasurer shall receive and hold as fiduciary all monies of the Association, paying all proper bills for authorized expenditures in a timely manner. The Treasurer will keep full, current and accurate all financial accounts and records of the Association in a manner accessible for inspection at any reasonable time to the Board of Directors. The Treasurer shall conform to the needs of the Association as well as meet established accounting practices to comply with GAAP (Generally Accepted Accounting Practices) as established by the National Association of CPAs. Treasurer's reports are a matter of record held by the Secretary and are open to all members' inspection. The monthly financial statements, periodic reports and annual report from the Treasurer to the Board of Directors are a matter of record held by the Secretary. An annual report shall be presented to members at the Annual Meeting. The Treasurer shall manage the finances of the Association including the endowment fund and shall assist in long range planning, working as a member of the Executive Committee. The Treasurer shall seek advice in advance from the Board of Directors with respect to the endowment fund and other major financial actions. The Treasurer shall prepare and monitor the budget and make such reports as the Directors may request. The Board of Directors may designate an Assistant Treasurer, to report to the Treasurer, sharing and having such duties and powers of office which the Board of Directors may by resolution delegate. Such person shall serve at the pleasure of the Board of Directors. The Assistant Treasurer need not be a Director.

Section 6 Contracting Authority

The President or the Executive Director, with authorization from the Board of Directors, shall have the authority to execute contracts and agreements on behalf of the Association. The Board of Directors may, by resolution, authorize any officer to execute contracts, agreements or other instruments for particular matters.

Section 7 Other Titles

The Board of Directors may designate members to hold the managerial title of "vice president", and variations thereof, such as "second vice president", etc. Likewise, the Board may designate members to hold other titles, such as Director, supervisor, manager, etc. Such persons shall have duties as the Board



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determines and shall serve at the pleasure of the Board. They shall not be considered corporate officers. Members shall be informed of all such titles and persons currently serving, at the Membership Meeting(s).

Section 8 Resignation and Removal

Any member of the Board of Directors who shall absent him or herself without cause, which has been noticed to the Board, from 3 consecutive meetings shall be deemed to have resigned as a member of the Board and upon written notice from the Secretary shall cease to be a member thereof. If an officer fails to perform his or her duties to the satisfaction of the Board of Directors, it may, by majority vote, suspend the duties and rights of that officer.

ARTICLE VI: EXECUTIVE DIRECTOR

Section 1 Managerial/Executive Director

An Executive Director (ED) may be selected by the Board of Directors, to which the ED shall report. The ED shall be responsible for (a) the training and direction of all staff; (b) the matters set forth in other sections herein; and (c) everyday business matters not expressly delegated to others. The ED shall make such reports as the Board of Directors may request. The ED shall share management of the exhibitions, and relevant special committees, with the Artistic Policy and Exhibition Committee (APEC). The ED shall obtain advice from APEC prior to taking actions, which involve significant artistic activity or significantly affect artistic activities.

Section 2 Operational/Executive Director

Subject to direction from the Board of Directors, ED shall be responsible for overseeing the maintenance, rental and use by others of the gallery and grounds; and the education program. To the extent there are committees established for carrying out part or all of the foregoing functions, the ED shall work with the committees. See Article IX. Members will assist the ED in such functions on either a regular or task basis, whether as part of a committee or not. The ED shall handle matters with outside vendors, suppliers, contractors; deal with artists with respect to sales of artwork; control the use of the Association's gallery/premises on a day to day basis, as needed, by supervising, ejecting or otherwise controlling in a reasonable manner any persons or property on Association premises, and shall safeguard Association assets and interests; unless the Board of Directors directs otherwise.

Section 3 Employees/Executive Director

The ED may hire employees and discharge employees, based upon individual performance evaluation. Such evaluation shall be presented to and discussed with the particular employee, and shall occur at least annually.

Section 4 Participation/Executive Director

The ED shall be an ex-officio non-voting member of all standing committees and shall attend all meetings of the Board of Directors except when the ED's tenure, performance, or salary is under discussion.

ARTICLE VII: MEMBERSHIP MEETINGS



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Section 1 Annual Membership Meeting

An Annual Membership Meeting shall be held in September of each year or a date designated at least two months in advance by the Board of Directors.

Section 2 Special Membership Meetings

Special Meetings may be called by the President or Board of Directors. The President shall call a Special Meeting on written request of at least ten Voting Members, setting the date for such meeting within fifteen days of the written request. The request shall detail the purpose for which the meeting is requested. If the President declines to act, the Vice President or Secretary shall call the meeting. The Secretary shall give the Voting Members at least twenty-one (21) days written notice of the meeting, along with the foregoing detail of the request. If the aforementioned officers fail to act in a timely fashion, requesting members shall be given access to the names and addresses of Voting Members and may themselves call a Special Meeting by sending twenty-one (21) days written notice to members in accordance with this section.

Section 3 Notice of Membership Meetings

Notice of meetings, shall be electronically transmitted to the Member's address as shown in the Association records. The same notice shall be sent concurrently by U.S. mail to all Voting Members to the addresses shown on the Association records. Such notice shall state the date, time and place of meeting and its general purpose. Meetings shall be presided over by the President.

Section 4 Agenda

The agenda of the Annual Membership Meeting shall include but is not limited to:

- a. Election of the Board of Directors effective at the end of the meeting.
- b. Election of any Life Members effective after the meeting.
- c. Audit report.
- d. Any change in exhibition rules and fees proposed by APEC.

Section 5 Quorum Requirements Fifteen percent of the Voting members shall constitute a quorum at any Meeting of the Association. Annual Membership Meetings should be attended by the Board of Directors, and Executive Director, as well as Voting Members.

Section 6 Proxy Voting

Voting Members may vote at any Annual or Special Membership meeting by giving a proxy to another member eligible to vote. A proxy must be given in writing and submitted to the Secretary prior to the convening of the meeting to be valid. A proxy shall state whether it is given for any matter that may be raised at the meeting, or whether it is limited to specific issues. A member may not hold more than two proxies at any meeting. The notice of meeting, provided for in Section 3 above, shall include a draft form of a proxy which may be used by Voting Members.



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ARTICLE VIII: COMMITTEES & OPERATIONS

Section 1 Establishment

Certain committees shall be established as the Board of Directors may decide. The Board may assign additional duties to any particular committee; and may create ad hoc committees for special purposes. Unless specified otherwise in these Bylaws, the number of members on any committee, the persons serving on such committees, and the chairs of committees and their respective time of serving, shall be determined from time to time by the Board of Directors.

Section 2 Appointment

The Board of Directors may appoint a chair of a committee, or replace an elected chair of a committee.

Section 3 Standing Committees

The following committees shall exist to formulate proposals and plans for approval by the Board of Directors:

Section 4 Executive Committee The committee shall consist of the President, Vice President, Secretary, and Treasurer of the Board of Directors and shall meet periodically to address issues, formulate policies, evaluate financial performance and policy, and develop strategies and plans to further the goals of the Association.

Section 5 Audit Committee

The Audit Committee is responsible for periodically monitoring the financial, contractual, and business activities of the Association to ensure that Association assets are being properly protected and used and that there are in place procedures that will prevent mismanagement and malfeasance. The audit Committee will periodically, and no less than annually, report to the Board of Directors. It shall make an initial report within ninety days of appointment and other reports within sixty days after the end of a fiscal year. The Committee shall consist of a Chair and two other Directors selected by the Board. Current and immediate past officers are ineligible to serve on the Audit Committee. The Committee may seek professional accounting assistance if, in its judgement, such assistance is required.

Section 6 Nominating Committee

The committee shall be comprised of at least three members who shall nominate a slate of individuals to fill positions on the Board of Directors for election at the Annual Membership Meeting and carry out any other nominating duties as directed by the Board of Directors. The committee shall compile and circulate biographies of nominated individuals twenty-one (21) days prior to the meeting.

Section 7 Artistic Policy and Exhibitions Committee (APEC)

APEC shall be responsible for artistic decisions and policies, consistent with actions and decisions of the Board of Directors, including (a) screening applications for Elected Artist status, (b) the theme, content, timing and carrying out of exhibitions, lectures, demonstrations, and community events, interacting with the Executive Director; and (c) overseeing any individual who is engaged or designated to manage such



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activities. A majority of the members of the APEC shall be Elected Artist Members. In developing exhibitions, APEC will formulate policies guaranteeing some non-juried participation by Elected Artists.

Section 8 Development Committee

The Development Committee shall be responsible for the development of strategies and the implementation of plans that address the current and future financial needs of the Association as determined, from time to time, by the Board of Directors.

Section 9 Buildings and Grounds Committee

The Buildings and Grounds Committee shall deal with matters concerning improvements, repairs and maintenance to the building and grounds of the Association.

ARTICLE IX: SELECTION OF NEW ELECTED ARTIST MEMBERS

Section 1 Eligibility Requirements:

To qualify for nomination and election as an Elected Artist Member of the Association, a member must be an Associate Artist Member in good standing for a minimum of two years, whose art has been accepted into four different juried exhibitions of the Association over a two-year period. Elected Artist Members are expected to volunteer as a member of the Board of Directors, as a committee member, or to otherwise participate in activities that further the goals of the Association. Annually, the Artistic Policy and Exhibitions Committee (APEC) shall establish and publish a schedule for receipt of applications, screening of applicants, and the voting period.

Section 2 Application Requirements:

All applicants must submit a signed Elected Artist application form developed by APEC; an up-to-date resume; payment of the required application fee; and samples of their original artwork. All artwork must be representational art that has been completed within the prior two years and that is not the result of class work or done under tutelage.

- (a) Sculptors must submit three sculptures for review.
- (b) Non-Sculptors must submit six framed pieces of artwork that includes two-dimensional art such as paintings, drawings, and/or hand-pulled prints. Art created using computer-generated or photographic processes is not eligible media under these Bylaws.
- (c) Any applicant who wishes to be considered as an Elected Artist Member in the Sculptor and the Non-Sculptor category must submit a separate application for each category and the required samples of artwork for each category.
- (d) All artwork shall remain on display at the Association as required in the published application schedule.

Section 3 Review and Voting Procedure:

APEC will appoint a Screening Committee of five Elected Artist Members to review the applications for adherence to the application requirements and consistency with the artistic standards of the Association.



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Applicants who receive a majority vote of the Screening Committee will be nominated for Elected Artist Member status. Consecutive participation on the Screening Subcommittee is limited to two years.

APEC will assign LAA staff to manage the voting process, e.g., publish the election period, collect and validate the sealed ballots, and tabulate voting results. The full Elected Artist Membership is eligible to vote on the proposed nominees after a review of their artwork and application materials. Elected Artist nominees who receive the affirmative vote of two-thirds of the voting Elected Artist members shall be designated as Elected Artist Members of the Association. Newly Elected Artist members shall be notified of their election, supplied with a copy of the Association's Bylaws and informed of any other administrative procedures.

ARTICLE X: SUSPENSION AND TERMINATION OF MEMBERSHIP

Section 1 Suspension

The Board of Directors may warn or temporarily suspend a member's privileges in writing, including the right to vote and exhibit, excepting for special circumstances if: (a) the member has violated the bylaws or acted contrary to or incompatibly with, the objectives and purposes of the Association; or (b) the member is not current with respect to dues payment. Current is defined as dues paid in full within 90 calendar days of the due date.

Section 2 Membership Renewal

Membership renewal letters shall be sent to all members. The renewal letters shall have a date indicating the membership renewal deadline. If membership is not renewed by payment of dues within 90 calendar days of the renewal deadline, members will be automatically dropped from the membership roster and will lose their membership privileges. (See Article III, Section 3).

Section 3 Expulsion

The Board of Directors by a two thirds vote may expel a member for violation of the Bylaws, or for acting in a way which is detrimental to, or incompatible with, the Association or its purposes; provided the member has been given a reasonable opportunity to be heard in answer to issues or charges. Any member who has been suspended or expelled may be reinstated by two thirds majority vote of the Voting Members.

ARTICLE XII: DISSOLUTION

In the event of dissolution of the Association, any assets remaining after payment of just debts shall be transferred to the MacCurdy Salisbury Foundation Inc of Old Lyme, Connecticut for the general purpose of the Foundation; or if said Foundation is non existent, to another Section 501 (c) (3) entity.



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ARTICLE XIII: AMENDMENTS

Amendments to these Bylaws shall be made by two thirds vote of Voting Members (including proxies) in attendance at the Annual Membership Meeting or at a Special Membership Meeting called by the President for such purpose. At least twenty-one (21) days prior to any said meeting, the Secretary or designee shall send to each Voting Member a copy of the proposed amendment/s with any explanation by the proponents thereof. Most amendments may be discussed and voted upon by voting members in attendance at a meeting, however, ANY amendment to the Bylaws that reduces or dilutes the voting rights or privileges of the Elected Artists, or changes this Article within the Bylaws, may only be voted upon and adopted after a signed-off acknowledgement of the wording change is obtained from two-thirds of ALL active voting members on record and in good standing at the time of discussion.

Those members may or may not be in attendance at the meeting and it is expected that the wording will be signed and approved prior to it being voted upon. Amendment wording should be developed in conjunction with voting members. The wording approval signatures will be collected by the Secretary or designee within a 60 day time window with the results being made available to anyone upon request.